

SECOND AMENDMENT TO
STONE RIDGE PROFFER STATEMENT

SUBMITTED BY

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.

ZCPA 2006-0003

ZMAP 2006-0011

SEPTEMBER 4, 2009

ATTACHMENT 5

A353

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PROFFER STATEMENT

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Zoning Ordinance, as amended, (the "Zoning Ordinance"), Stone Ridge Community Development, L.L.C., Stone Ridge Community Development IV, L.L.C., and Stone Ridge Business Park Associates, L.L.C. (collectively, the "Owner"), the undersigned Owner of the property, identified as Loudoun County Parcel Identification Numbers PIN: 205-36-2224 (part), 204-37-4812, 204-35-8501, 204-46-2760 (part), 247-20-9549, 204-26-3927 (part), 247-28-4151, 247-18-9795 (part), 204-15-3843, 204-38-4096, and 204-47-0343 (collectively, the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property shall be in substantial conformity with the proffers set forth below if, and only if, ZCPA 2006-0003 and ZMAP 2006-0011 (the "Application") are approved. In the event the Application is denied, these proffers shall be void and of no further force or effect.

The Property includes portions of the 873-acre mixed-use project approved under ZMAP 1994-0017 and under ZMAP 2002-0013/ZCPA 2002-0004, (together the "Stone Ridge Applications"). The portions of the Stone Ridge Applications property which are not subject to this Application are hereinafter referred to as "Existing Stone Ridge". Existing Stone Ridge and the Property are collectively referred to herein as "Stone Ridge". This Application requests (i) the rezoning of a portion of the Property from the CLI and R-24 zoning districts to the PD-OP zoning district (Land Bay FF2B), (ii) the rezoning of a portion of the Property from the PD-H4 zoning district to the PD-IP zoning district (Land Bay 8), (iii) the rezoning of a portion of the Property from the PD-IP zoning district to the PD-H4 (administered as R-8) zoning district (Land Bay 5R) and to the R-24 zoning district (Land Bay 6), (iv) the rezoning of a portion of the Property from the PD-CC(SC) zoning district to the R-16 zoning district (Land Bay EE2A, portion); (v) the rezoning of a portion of the Property from the R-16 zoning district to the PD-CC(SC) zoning district (Land Bay EE1A); (vi) the relocation of previously approved residential units and proffered community facilities, and (vii) associated proffer and concept plan amendments. The Application also requests zoning ordinance modifications for the proposed PD-IP, PD-CC(SC) and PD-H4 zoning districts. The zoning ordinance modifications are listed in Exhibit C.

These proffers (the "Proffers"), if accepted, amend, supersede and replace only those proffers of (i) ZMAP 1994-0017 dated November 28, 1995, as amended by the Letter of Clarification dated December 14, 1995, and (ii) ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005 (collectively, the "Existing Stone Ridge Proffers") referenced below. The remainder of the Existing Stone Ridge Proffers shall remain in full force and effect and shall apply to the Property. Where the Existing Stone Ridge Proffers apply to the Property, the term "Developer" used in the Existing Stone Ridge Proffers shall refer to the "Owner" as described herein.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property subject hereof shall be in substantial conformity with the Concept Development Plan (the "CDP"), identified as Sheets 4 and 5 of the plans entitled "Stone Ridge Commercial ZCPA 2006-0003/ZMAP 2006-0011" and dated April 2006, as revised through September 3, 2009, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted to address grading, drainage, environmental, cultural and natural features,

development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological and/or wetland studies.

A. **TR-1UBF District.** Land Bay 1. Development of the TR-1UBF portion of the Property, shown as Land Bay 1 on Sheet 4 of the Plans, shall include no more than 94 residential units and may include any other use allowed in the TR-1UBF zoning district, including any permissible special exception use subject to the approval of the requisite special exception application. In any event, a minimum of 50 residential units shall be developed in Land Bay 1. In addition, this land bay previously included a site reserved for an LCSA water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved CDP for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The water tanks site has now been dedicated to LCSA and the site is further identified on Sheet 2 of the Plans as PIN: 247-19-1835.

B. **PD-H4 District.** Land Bays 2, 3, 4 and 5R. Residential development in Land Bays 2, 3, 4, and proposed Land Bay 5R, as shown on Sheets 4 and 5 of the Plans, shall include a maximum of 289 residential units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5R shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5R and shall be shown on applicable record plats or residential site plans. Land Bay 5R shall also include the Proposed Homeowners Association ("HOA") Active Recreation Facility, as shown on Sheets 4 and 5 of the CDP as "Proposed HOA Active Recreation Facility". The referenced HOA is the same HOA as established pursuant to proffer V. of the Existing Stone Ridge Proffers.

1. **Recreational Amenities.** The Proposed HOA Active Recreation Facility in Land Bay 5R shall include a swimming pool with a minimum water surface area of 2,000 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the issuance of the 250th cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R.

C. **Other Suburban Residential Districts.**

1. **R-16 District.**

a. Land Bay EE2A. Development of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. Land Bay EE2A may be consolidated with the undeveloped portion of adjacent Land Bay EE2 (PIN: 204-26-3927) for development purposes and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be shown on residential site plans. For purposes of proffer administration for the consolidated land bay, a lump sum capital facilities contribution payment or credit of \$1,059,324 (\$12,611 times 84 market-rate units) shall be due upon the issuance of the first residential zoning permit in the consolidated land bay. All market-rate units in excess of 84 within the consolidated land bay shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

(i). **Recreational Amenities.** The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 sq.ft. within Land Bay EE2A, identified as "Proposed Multi Family Community Center" on Sheet 5 of the CDP, which amenity shall be open for use prior to the issuance of the 166th cumulative residential zoning permit within Land Bay EE2A and the undeveloped portion of adjacent Land Bay EE2.

2. **R-24 Districts.**

a. Land Bay FF1A. Development of Land Bay FF1A, as shown on Sheet 5 of the CDP, will include a maximum of 158 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay FF1A. All market-rate units in Land Bay FF1A shall be subject to the capital facilities contribution specified in ZMAP 1994-0017.

b. Land Bay 6. Development of Land Bay 6, as shown on Sheets 4 and 5 of the CDP, will include a maximum of 163 multi-family residential units, including ADUs. The ADUs will be identified on the site plan for Land Bay 6. All market-rate units in Land Bay 6 shall be subject to the capital facilities contribution specified in ZMAP 1994-0017, as these units have been relocated from the original Land Bay FF1 approved under ZMAP 1994-0017.

D. PD-CC(SC) District. Relocated Land Bay EE1A. Relocated Land Bay EE1A, as shown on Sheet 5 of the CDP, shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4. below.

E. Other Non-Residential Districts.

1. **PD-IP District.**

a. Land Bay 7. Land Bay 7 shall be developed with up to 109,250 square feet of floor area (0.30 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

b. Land Bay 8. Land Bay 8 shall be developed with up to 142,904 square feet of floor area (0.231 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

2. **PD-OP District.** Land Bay FF2B. Land Bay FF2B shall be developed with up to 221,365 square feet of floor area (0.35 FAR maximum) for any of the uses permitted in the PD-OP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Southpoint Drive. All buildings constructed in Land Bay FF2B shall be a minimum of three stories. The site plan(s) and architectural plan(s) for the buildings to be constructed on Land Bay FF2B will be designed to be consistent with the County approved Route 50 Design Guidelines dated January 4, 2007, and the following:

a. **Building Architecture and Facades.** All buildings located within this Land Bay will have a unified architectural theme. All exterior materials, colors, architectural treatments, etc., will be compatible and complementary. Architectural elevations and materials and color palettes for any

building shown on a site plan will be submitted concurrently with the submission of such site plan. Any side or rear building elevations which have the majority of their surface area parallel to, or approximately parallel to, public road frontage, will have their facades covered generally with the same materials and architectural style as is used for the front of the buildings. All building facades, particularly in the front of buildings, will be articulated with a change in elevation or by providing entrance features so that buildings are visually interesting and entrances are clearly identified.

b. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Zoning Ordinance will be oriented so as to have minimum visibility from public roads. If such loading docks and spaces are not substantially blocked from view from public roads, they will be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening so as to minimize negative visual impacts.

c. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building façade architecture. Screening will be such as to block such units from view by persons on any public street immediately adjoining Land Bay FF2B.

d. Pedestrian Circulation. In designing and developing the PD-OP uses in Land Bay FF2B, the Owner shall give priority to the fullest extent possible to facilitating pedestrian circulation between buildings in this Land Bay and between this Land Bay and surrounding development outside this Land Bay. The site design will provide for ample dedicated pedestrian walkways so as to ensure, to the fullest extent possible, the separation of vehicular traffic and pedestrian movements.

e. Landscaping/Buffering on Route 50 Frontage. Concurrently with the development of PD-OP uses on Land Bay FF2B, the Owner shall provide landscaping and buffering along the Route 50 frontage of Land Bay FF2B. Such landscaping and buffering shall be in conformance with the Type 5 Buffer Yard requirements of Section 5-1414 of the Zoning Ordinance.

f. Energy and Environmental Design. As part of the process of designing the buildings on Land Bay FF2B, the Owner shall retain the services, and give due consideration to the recommendations, of a "green building" certified design professional or similar energy management consultant to assist and advise the Owner in designing the buildings and incorporating into such design methods by which the Owner may utilize energy-efficient design, facilities, or resources with the buildings infrastructure or operations, such as water-efficient plumbing fixtures, revolving entry doors, LED lighting and similar measures. Concurrent with the submission of the initial zoning permit application for a building, the permit applicant shall submit to the Zoning Administrator a list of energy management measures the applicant intends to incorporate or has incorporated into the building's design and/or operational plans and shall provide documentation that the building and site design meets the certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc.

G. Stone Ridge Development Summary. The proposed uses for the Property shown on the CDP, together with the zoning entitlements that remain in place for Existing Stone Ridge, result in the

following development levels: a total of three thousand two hundred sixty-five (3,265) residential dwelling units (including affordable dwelling units); two hundred ninety-one thousand seven hundred five (291,705) gross square feet of PD-CC(SC) uses; three hundred eighty-five thousand three hundred thirty-two (385,332) gross square feet of PD-OP uses, and four hundred sixty-two thousand seventy-four (462,074) gross square feet of PD-IP uses. The Concept Development Plan depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than allowed by the Loudoun County Zoning Ordinance. Such limitations on development in residential and non-residential areas shall govern and control.

II. TRANSPORTATION PROFFERS

B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION

The improvements described below shall be provided by the Owner as part of the development of the Property. Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Owner, if others have prepared construction plans and profiles consistent with the CDP and require dedication to commence construction, and provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication.

With regard to phasing, all Phase I and Phase II road improvements set forth in attached Exhibit B, entitled "Stone Ridge Phasing Plan", shall be constructed or bonded for construction prior to the issuance of any zoning permits for the residential units in Land Bays 1, 2, 3, 4, or 5R. The attached Exhibit B includes the phasing for the road improvements, described below, proffered with this application.

3. ROUTE 50

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. The Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.

4. ROUTE 50 INTERSECTIONS

(c) Route 50/Future West Spine Road Intersection Improvements. The Owner shall design, bond and construct upgrades to the existing median break at the intersection of Route 50 and future West Spine Road. The Owner shall construct dual left-turn lanes from westbound Route 50 to southbound West Spine Road, single left-turn lane from eastbound Route 50 to northbound West Spine Road, and a right-turn lane from eastbound Route 50 to southbound West Spine Road. These improvements are illustrated in Exhibit D. These improvements are Phase IIIA improvements and shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to Route 50 or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases

with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, the Owner shall seek in good faith to acquire right-of-way and shall request that the County exercise its power of eminent domain if necessary.

(d) Route 50/Gum Spring Road Intersection. At such time as (i) Stone Springs Boulevard between Route 50 and the Route 50 North Collector Road is open for public use, (ii) a four lane divided section of the West Spine Road between Route 50 and Tall Cedars Parkway is open for public use, and (iii) a traffic signal is operational at the intersection of Route 50 and the West Spine Road, the Owner shall not object to the removal of the existing traffic signal and the closure of the median break at Route 50 and existing Gum Spring Road, and the modification of the existing Gum Spring Road entrance on the south side of Route 50 to a right-in/right-out only entrance by VDOT or others.

6. MILLSTREAM DRIVE EXTENDED

The Owner shall realign and construct the extension of Millstream Drive westward and southward from its current terminus to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from a typical right-of-way width of 64 feet, exclusive of turn-lanes, to a typical right-of-way width of 52 feet, exclusive of turn-lanes. Said transition of right-of-way width shall occur at the general location shown on the CDP. The Owner shall commence construction of the extension of Millstream Drive at the earlier of (i) within six months of notification by the County of the need to provide access to Public Use Site #3, or (ii) the approval of a site plan for Land Bay 8. The extension of Millstream Drive will be open to traffic, but not necessarily accepted for maintenance by VDOT, within 12 months of the commencement of construction.

(a) In order to protect the adjacent steep slopes and stream corridor, the construction of Millstream Drive Extended shall not include land disturbing activities within the River and Stream Corridor 50-foot management buffer, except for utility extensions and storm water management structures, and shall provide erosion and sediment control practices, such as super silt fence, stabilization matting, and development phasing to avoid extensive areas of disturbance for extended periods of time, for all land disturbing activities on moderately steep slopes outside of the 50-foot management buffer.

7. PHASING PLAN

The transportation proffers set forth the timing of various transportation improvements. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference. No more than 300 residential zoning permits within combined Land Bays 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase IIIB of Exhibit B.

C. WESTERN BYPASS/ROUTE 659 RELOCATED

1. WESTERN TRANSPORTATION CORRIDOR – HEREBY DELETED

3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing in width for turn lanes as required by VDOT and the County, for the construction of Northstar Boulevard (a.k.a. Route 659 Relocated) through the Property from Tall Cedars Parkway to the Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall be responsible only for construction as provided herein. The Owner shall design, bond and construct the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge. These improvements shall be constructed or bonded for construction prior to the earlier of (i) the issuance of the 301st residential zoning permit, cumulatively, in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1st zoning permit in Land Bay 1.

F. SIGNALIZATION

3. Stone Springs Boulevard and Millstream Drive. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Millstream Drive in conjunction with submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the undeveloped portion of Land Bay EE2, with the submission of the first site plan for the consolidated area. In the event the analysis concludes that a traffic signal is warranted at this intersection, the Owner shall, prior to the issuance of the first residential zoning permit for Land Bay EE2A, contribute \$250,000 to the County for the design, construction and installation of the signal.

4. Stone Springs Boulevard and Tall Cedars Parkway. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Tall Cedars Parkway within 180 days after the date that Tall Cedars Parkway between Northstar Boulevard (a.k.a. Route 659 Relocated) and Lenah Road is open to traffic. In the event the analysis concludes that a traffic signal is warranted at this intersection, the Owner shall contribute \$250,000 to the County for the design, construction and installation of the signal. Notwithstanding the foregoing, in the event that Tall Cedars Parkway between Northstar Boulevard and Lenah Road is not open to traffic prior to the issuance of the last residential zoning permit for the Property, the Owner shall have no further obligation to submit a traffic signal warrant analysis or to make a signal contribution to the County.

III. CAPITAL FACILITIES

B. PARKS AND RECREATION

1. Pedestrian Circulation System. The Owner shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property as shown on the CDP. Sidewalks need not be constructed in areas served by the asphalt trail depicted on the CDP, and in all other locations need only be constructed on one side of each road within the Property. Sidewalks and trails shall be constructed in phases concurrently with the subdivision of land in conjunction with development activities in areas

adjacent to such sidewalks and trails, and shall be subject to a public access easement providing access to the general public in addition to residents of the Stone Ridge community.

3. County Park Contribution. The Owner shall contribute \$75,000 to the County to be used for improvements such as a concession stand and restrooms at Byrne Ridge Park. The contribution shall be paid prior to the issuance of the first residential zoning permit in Land Bay 1, 2, 3, 4 or 5R.

4. Stream Valley Trail Easement. The Owner shall grant to the County a 30-foot wide public access easement within the South Fork of Broad Run stream valley for a future County trail coincident with or adjacent to the existing sanitary sewer easement, subject to the approval of Loudoun Water, upon the request of the County. The Owner will coordinate the location of the public access easement with the Department of Parks, Recreation and Community Services and Loudoun Water, and will prepare and record the requisite deed and plat at no cost to the County.

C. LIBRARY SITE

The Owner shall design and construct a minimum of 40,000 square feet of base building office condominium space, and, upon completion of construction and receipt of final inspections as required under the base building permit (i.e., building inspection, plumbing, electrical, mechanical, fire safety and zoning), convey said space to the County for use as a public library. Such library space shall be located on the first two floors (approximately 20,000 square feet per floor with separate first floor entrance for entry control and security purposes) of a four-story office building to be constructed on Land Bay FF2A. The building containing the public library shall have direct access to Millstream Drive, as shown on the CDP. Within thirty (30) days following approval of the Application, the Owner shall contract with an architect and commence design of the base building to be constructed by Owner and the tenant improvements for the library to be constructed by others. The architectural design contract shall include allowances for base building and construction administration. The Owner shall diligently pursue completion of all construction documents and shall obtain all permits and approvals required to commence construction prior to the issuance of the 1,601st residential zoning permit within Stone Ridge, and shall complete the building and convey to the County that portion of the office building designated to be the library space, without tenant improvements, on or before June 30, 2011.

The Owner shall form a separate office condominium association for the proposed building containing the public library. The base building design shall accommodate, where possible, independent maintenance of limited common elements and separately metered utilities for the library space. Assessments for common costs shall be allocated proportionately to the square footage of each condominium unit. The County shall have the right to participate in the development and review of the office condominium association documents, which shall be prepared to industry standards by the Owner.

F. CASH CONTRIBUTION FOR CAPITAL FACILITIES

Notwithstanding the capital facilities cash contribution for those residential units approved under ZMAP 1994-0017, the Owner shall make a cash contribution to the County, for each market-rate residential unit approved under ZMAP 2002-0013/ZCPA 2002-0004, in the amount of \$37,660 per single-family detached residential unit, \$22,291 per single-family attached residential unit and \$12,611 per multi-family residential unit up to a cumulative total of \$12,602,774 (the "Gross Contribution") less the value of (i) the constructed 40,000 square feet of office condominium space and

50% of the related site improvements for the public library referenced in III.C. above, (ii) 3 acres of the 5 acre Water Storage/Pumping Facility Site referenced in III.E. above, (iii) the 5.595-acre Public Use Site #3 referenced in III.G.3. below, and (iv) the 2.901-acre Public Use Site #4 referenced in III.G.4. below (the "Total Capital Facilities Credit"). The cumulative sum of (i) \$8,000,000 for the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library, (ii) \$375,000 for the additional 3 acres for the Water Storage/Pumping Facility Site, (iii) \$1,907,300 for Public Use Site #3, and (iv) \$989,000 for Public Use Site #4 is a cumulative total of \$11,271,300 (the "Total Capital Facilities Credit"). The net cash contribution for capital facilities shall be the Gross Contribution less the Total Capital Facilities Credit, which equals \$1,331,474 (the "Net Contribution"). The Owner shall maintain a cumulative total of the per unit capital facilities contributions and shall verify such total with the County on a regular basis. The Owner shall begin payment of the above-referenced per unit contribution at the time the cumulative total of per unit capital facilities contributions for market rate residential zoning permits (based on the above per unit contribution amounts – non-escalated) exceeds the Total Capital Facilities Credit of \$11,271,300, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate residential unit. Any such cash capital facilities contribution actually paid to the County shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004.

G. PUBLIC USE SITES

3. Public Use Site #3. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County an area of approximately 5.595 acres within Land Bay 7, zoned PD-IP with an approved floor area of 73,115 square feet, as shown on Sheet 4 of the CDP. Upon the conveyance of Public Use Site #3 to the County, the Owner shall receive a commercial floor area credit of 73,115 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association.

a. At the time of construction of Millstream Drive Extended, as provided in Proffer II.B.6., the Owner will construct sanitary sewer and water line extensions to points 10 feet inside of Public Use Site #3. The Owner will also coordinate with utility companies and will extend electric, gas and telecommunication lines to a point 10 feet inside the property line of Public Use Site #3. The Owner will provide easements at no cost to the County for the extension of other utilities to Public Use Site #3. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #3 without the written consent of the County.

b. Up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at its sole option, to rough grade Land Bay 7 in accordance with Exhibit A included on Sheet 4 of the CDP. Such rough grading shall not include any undermining. The Owner will remove all temporarily stored materials from Public Use Site #3 prior to its conveyance to the County. Any other activities within the limits of Public Use Site #3, except for grading and utility work associated with the construction of Millstream Drive Extended, shall be prohibited without the written consent of the County.

4. Public Use Site #4. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, an area of approximately 2.9012 acres zoned PD-CC(SC) with an approved floor area of 29,475 square feet, as shown on Sheet 5 of the CDP, for use as a commuter parking lot. Upon the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of 29,475 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #4 shall not be subject to an owner's association.

a. At such time as adjacent Land Bay EE2A is developed and at the request of the County, the Owner shall construct 100 parking spaces (including curb and gutter, site lighting and landscaping, and bicycle racks for a minimum of 10 bicycles) on Public Use Site #4 (the "Commuter Parking"), and shall be entitled to a reimbursement of the construction costs from the funds contributed under Proffer III.A.2. of ZMAP 1994-0017, to the extent such funds are available. In the event the County desires to construct the commuter parking lot prior to the Owner's development of Land Bay EE2A, the County shall construct the Commuter Parking and may utilize any available funds contributed under Proffer III.A.2. of ZMAP 1994-0017. In either event, the Owner shall coordinate with utility companies and will extend electric lines to a point 10 feet inside the property line of Public Use Site #4. The Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal. The County shall be responsible for all other maintenance and repairs. These responsibilities shall be set forth in the deed of conveyance for Public Use Site #4 and the parties to the deed shall include the commercial owners association.

b. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #4 without the written consent of the County.

VI. ENVIRONMENTAL AND OPEN SPACE

B. OPEN SPACE PROFFERS

3. The trail locations shown on this CDP shall replace the trail locations within the Property shown on previously approved CDPs.

C. STORMWATER MANAGEMENT

Prior to the approval of the first construction plan and profile application in each of the watersheds of the Property, the Owner shall prepare a stormwater management analysis of the portion of the Property within each such watershed. Such study shall be prepared in accordance with the requirements of the Facilities Standards Manual.

1. New and Relocated Outfalls. All new and/or relocated outfalls on the Property shall include forebays at all outfalls to enhance water quality.

G. TREE CONSERVATION AREAS

The Owner is committed to the preservation of trees throughout the Property, as depicted on the CDP. The Owner shall preserve a minimum of 80% of the designated Tree Conservation Areas within each Land Bay, as measured from the perimeter drip line of said areas. To the extent the Owner is able to preserve other trees in areas outside of the designated Tree Conservation Areas within each Land Bay, in consultation with the County Urban Forester, such preserved areas shall be counted towards the tree preservation commitment for each Land Bay. The Owner shall record a Tree Conservation Easement, which easement shall reflect the terms of this proffer, with all record plats that include Tree Conservation Areas identified on the CDP and any alternative Tree Conservation Areas identified during the subdivision review process.

H. ARCHEOLOGICAL SITE 44LD1187

The Owner shall not disturb archeological site 44LD1187 located in Land Bay 1 and shall protect this site by placing a chain link fence 50 feet from the perimeter of the site prior to the commencement of construction activities for adjacent Northstar Boulevard and Tall Cedars Parkway. Any land disturbance required within the fenced area will be coordinated with the County Archeologist.

VII. MISCELLANEOUS

C. LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES

1. In lieu of the linkage commitments provided in Proffer VII.C. of the Existing Stone Ridge Proffers, the Application Property shall comply with the following linkage commitment. Prior to the issuance of the first residential zoning permit on the Property, the Owner shall have obtained one or more zoning permits for a cumulative minimum total of two-hundred fifty thousand (250,000) gross square feet of commercial (retail, office or industrial) improvements in Stone Ridge. For the purposes of these proffers, "commercial" improvements shall include office (including governmental/public/civic condominium space within office buildings), industrial and retail uses within Stone Ridge and the commercial floor area credits for Public Use Sites #3 and #4, but shall not include free-standing institutional uses such as schools, day care centers, governmental buildings and the like that are located on land bays zoned residential unless development of the land bay is specifically administered as PD-IP, PD-OP, or PD-CC(SC).

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE COMMUNITY DEVELOPMENT IV, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE BUSINESS PARK ASSOCIATES, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2009, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

Notary Public

My Commission Expires: _____

EXHIBIT A

(Refer to Concept Development Plan
dated April 2006 and revised through September 2009)

**EXHIBIT B
STONE RIDGE
PHASING PLAN**

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>1. Stone Springs Blvd. (formerly Stone Ridge Pkwy.) from Rt. 50 south to the southern boundary of Land Bays A-2 and E (as shown on the CDP for ZMAP 1994-0017), including intersection improvements at Rt. 50/Stone Springs Blvd. intersection.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>3. Tall Cedars Pkwy from the intersection of Stone Springs Blvd. east to the intersection with Route 659 will be bonded at this time, but not constructed until Phase IB.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5R excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 & Tall Cedars Pkwy.</p> <p>3. Intersection improvements at Rt. 50/Existing Rt. 659. These improvements will be constructed at an earlier date if Tall Cedars Pkwy. between Stone Springs Blvd. and Rt. 659 are constructed at an earlier date, so as to be constructed concurrently with such improvements to Tall Cedars Pkwy.</p> <p>4. Millstream Drive (formerly Granite Dr.) from Tall Cedars Pkwy. to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>In addition to the permissible level of development in Phase IA, 179 additional residential units. This would allow a cumulative total through Phase IB of:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase 1A.	
II	<p>1. Millstream Drive (formerly Granite Dr.) east from Stone Springs Blvd. (formerly Stone Ridge Pkwy.) to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>3. Construct additional lane on Rte. 50 eastbound from 500' east of existing Rt. 659/Rt. 50 intersection to 100' east of the south fork of Broad Run on Rt. 50.</p> <p>These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase IB.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential 338,574 additional GFA industrial 191,075 additional GFA retail 385,332 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential 462,074 GFA industrial 291,075 GFA retail 385,332 GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p>These improvements shall be bonded or under construction prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.</p>	300 residential units in Land Bays 1, 2, 3, 4, and 5R.

<p>IIIB</p>	<ol style="list-style-type: none"> 1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated. 2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b). 3. Bus shelter at the Park and Ride lot, as per proffer II.H. 4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.* <p>These improvements shall be bonded or under construction prior to issuance of 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R.</p> <p>* This improvement shall be bonded or under construction prior to the earlier of (i) the issuance of 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the first residential zoning permit in Land Bay 1.</p>	<p>All residential units in Land Bays 1, 2, 3, 4 and 5R.</p>
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EXHIBIT C

ZONING ORDINANCE MODIFICATIONS

1. Zoning Ordinance Requirement to be Modified: PD-H Planned Development-Housing.

"Section 4-110 Site Planning-Internal Relationships

(I) Uses adjacent to single-family, agricultural, or residential districts or land bays allowing residential uses. Where residential uses in a PD-H district adjoin a single-family residential, agricultural, or residential district or land bay allowing residential uses, the development shall provide for either:

(1) Single family dwellings on minimum lots of 20,000 square feet or greater, exclusive of major floodplain, along such perimeter, or;

(2) A permanent open space buffer along such perimeter at least fifty (50) feet in width, landscaped with a Type 2 Buffer Yard. "

Proposed Modification

PD-H4 Land Bay 5R, planned for single-family attached units, shall provide a permanent open space buffer of at least ten (10) feet in width, landscaped with a Type 1 Side Yard Buffer, along its side of the private street shared with R-24 Land Bay 6, planned for multi-family units. Land Bay 6 shall provide a permanent open space buffer of at least ten (10) feet in width, landscaped with a Type 1 Front Yard Buffer, along its side of the private street shared with adjacent PD-H4 Land Bay 5R.

2. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-202 Purpose, Size and Location of Individual Districts. (C) Small Regional Center (SC). This district is established to permit the development of small regional centers consisting of individual large and small scale commercial uses selling a broad range of goods or services to a market area beyond the local community. Specialty centers shall be located with controlled access to major collector roads and will be designed, landscaped, and buffered so as to be compatible with neighboring development. When mapped, such district shall be a minimum of twenty (20) acres and a maximum of sixty (60) acres.

Proposed Modification

Allow a minimum district size of 2.9 acres for an incremental addition to the existing PD-CC(SC) zoning district and allow access to Millstream Drive.

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3. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center (previously approved under ZMAP 2002-0013/ZCPA 2002-0004)

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."

Proposed Modification

The proposed PD-CC(SC) district shall maintain a minimum perimeter yard of 25 feet and a Type 4 buffer next to the adjacent R-16 district.

4. Zoning Ordinance Requirement to be Modified: Planned Development – Industrial Park

"Section 4-505 Lot Requirements. (B) Yards. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. No building, outdoor storage, areas for collection of refuse, or loading area shall be permitted closer than seventy five (75) feet to any agricultural district, any existing or zoned residential district, or land bay allowing residential uses. No parking shall be permitted closer then sixty (60) feet to any such districts and uses...."

Proposed Modification

Buildings and parking areas in PD-IP Land Bay DD may be located no closer than fifty (50) feet and twenty-five (25) feet, respectively, to the PD-H zoning district line in adjacent Land Bay 5R and to the R-24 zoning district line in adjacent Land Bay 6. A Type 3 Buffer Yard of twenty-five (25) feet in width supplemented to include 8 evergreen trees per 100 lineal feet shall be maintained within Land Bay DD adjacent to Land Bays 5R and 6.

EXHIBIT D

RT. 50/FUTURE WEST SPINE ROAD INTERSECTION IMPROVEMENTS

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